

ACTS OF INCORPORATION

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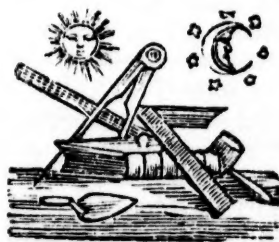
BY-LAWS

OF THE

Hamilton Masonic Hall

ASSOCIATION,

HAMILTON, ONTARIO.



HAMILTON :

Spectator Steam Printing House, Corner Main and James Streets.

1872.

1872
(9)

B2342

AN ACT TO INCORPORATE
THE
"Hamilton Masonic Hall Association,"

PASSED IN 1863.

WHEREAS, Charles Magill, F. W. Gates, Thomas Bird Harris, Milton Davis, William Daniell, Robert J. Hamilton, Thomas McCracken, William Muir, George W. Burton, William Bellhouse, George Roach, James M. Rogerson, Harcourt B. Bull, William Birkett, Thomas C. Macnabb, Alfred Booker, J. E. O'Reilly, Dougald McInnes and others, members of the "Hamilton Masonic Hall Association" have by their petition to the Legislature, represented that they have in contemplation the erection and maintenance of a building within the City of Hamilton to be styled the "*Hamilton Masonic Hall*" for the accommodation of public meetings, convened for useful and moral purposes, and that it would greatly tend to the advancement of the useful and Philanthropic objects of the said association if corporate powers were conferred upon them, and have prayed for an Act of Incorporation; therefore Her Majesty, by and with the advice and consent of the Legislative Council and Assembly of Canada, enacts as follows:

1. Charles Magill, Frederick W. Gates, Thomas Bird Harris, Milton Davis, William Daniell, Robert J. Hamilton, Thomas McCracken, William Muir, George W. Burton, Wm. Bellhouse, George Roach, James M. Rogerson, Harcourt B. Bull, Wm. Birkett, Thomas C. Macnabb, Alfred Booker, J. E. O'Reilly, Dougald McInnes and all such persons as are now and shall hereafter become members of the said association, shall be and are hereby declared a Body Politic and Corporate, under the name of the "Hamilton Masonic Hall Association" and shall be entitled to acquire, hold, possess, take, receive and dispose of, for the purposes of the said Corporation any lands, tenements or hereditaments and real or immovable property

lying within the said City of Hamilton not exceeding in value the sum of Fifty Thousand Dollars.

2. The Capital Stock of the said association shall be and consist of the sum of Fifty Thousand Dollars, or such part thereof as shall be deemed necessary to be raised by the said association, and the same shall be divided and distinguished into Two Thousand five Hundred equal parts or shares at a price not exceeding Twenty Dollars per share, and shall be deemed personal estate and be transferable as such; and the said two thousand five hundred shares shall be and are hereby vested in the members of the said association and their several and respective executors administrators and assigns, and to their proper use and behoof proportionably to the sum they and each of them shall severally subscribe and pay thereunto; and all and every persons and their several and respective executors, administrators and assigns who shall respectively subscribe and pay the sum of Twenty Dollars or more towards carrying on and completing the said "Hamilton Masonic Hall" shall be members of the said association, and as such entitled to and receive, after the said building is completed, the entire and net distribution of the profit and advantages that shall and may arise and accrue by virtue of the sum and sums of money to be raised, recovered and received by the authority of this act, in proportion to the number of shares so held; and every person or persons having such property of four or more shares in the said undertaking and in proportion as aforesaid, shall bear and pay an adequate and proportional sum of money towards carrying on the said undertaking in the manner by this Act directed and appointed.

3. Upon every or any subject, proposition or question which shall arise, be discussed or be put, relating to the affairs of the said Corporation, at any meeting of the members thereof to be held in pursuance of this Act, each member present thereat shall be entitled to one vote for every one or two shares he shall hold or possess in the said undertaking; the holders of three or four shares shall be entitled to two votes and so on in proportion: Provided, however, that no member shall at any time be entitled to more than ten votes, although he may be a holder of more than twenty shares; and whatsoever question, election of Officers, or other matter or thing shall be proposed, discussed or considered at any such meeting, shall be finally determined by the majority of votes then present, and the Chairman at every such meeting, in case

of a division of equal numbers, shall have the casting vote, although he may have voted before.

4. The said Corporation may from time to time lawfully borrow, either in this Province or elsewhere, such sum or sums of money, not exceeding at one time the sum of Twenty-five Thousand Dollars as they may find expedient and as they may think proper, and may give their bonds, obligations or other securities for the sums so borrowed and may mortgage or pledge the lands, revenues and other property of the said Corporation for the due payment of the said sums and interest thereon.

5. No shareholders in the said Corporation shall be in any manner whatsoever liable for or charged with the payment of any debt or demand due by the said Corporation, beyond the extent of his share in the capital of the said Corporation not paid up.

6. The subscribers above named, or a majority of them, shall, so soon after the passing of this Act as may be convenient, open a book or books of subscription; and when four hundred shares shall have been subscribed in such book or books, they shall call a meeting of such subscribers, at such time and place in the said City of Hamilton as they shall deem fit, by public notice, to be published at least eight days before such meeting in one newspaper published in the said City; and a like General Meeting, to be called by the secretary of the said Corporation after due notice as aforesaid shall be held on the First Wednesday in May in every year afterwards, at the hour of seven o'clock in the afternoon, or any subsequent day there after which shall be duly indicated in such notice.

7. At the first General Meeting of subscribers herein before directed to be held or some adjournment thereof, the majority of the proprietors then assembled together shall choose seven directors being respectively proprietors of at least four shares in such undertaking, of whom four shall be a quorum, for managing, governing and carrying on the affairs of the said association, and the said Directors elected at such first General Meeting, shall remain in Office until their successors are elected and appointed. And at the first of the Meetings of the Directors which shall take place in each year as soon as possible after their Election, they shall if a quorum be present choose a President from among their number, who shall pre-

side at any meeting of the Directors and be entitled to a casting vote, in case of an equal division of members, although he may have voted before ; and the Directors shall also choose annually from among the stockholders of the said association, a Treasurer and Secretary, who shall be permanent or be appointed for one year only as the majority of any quorum of the said Directors shall think proper to determine ; and the said Directors are hereby authorized to take such security from the said Treasurer and Secretary for the due execution of their respective offices as the said Directors shall think necessary. Provided always that any two thirds of the proprietors assembled at any General Meeting may remove such Treasurer or Secretary, and in such case the Directors shall appoint another in his stead.

8. It shall be lawful for a majority of the Directors or any number of proprietors, having together not less than one hundred votes, to call a special General Meeting of the subscribers at any time by public notice in a daily newspaper published in the said City, of which meeting every stockholder shall be duly notified in writing by the Secretary, such notices respectively to be given at least ten days before the day fixed for such Special Meeting.

9. The said Directors for the time being, shall have and be invested with full power and authority to manage, order, oversee and transact all and singular the affairs and business of the said "Hamilton Masonic Hall Association" and all matters and things whatsoever relating to or concerning the same ; and the said Directors for the time being shall on the first Wednesday in May in every year, at the General Meeting of the members of the said association or some adjourned meeting thereof, produce and give a full, just and true account in writing of all their transactions, receipts, and payments respectively, so that the true state of the said "Hamilton Masonic Hall Association" and its affairs may manifestly appear ; and shall also make and declare a dividend of the clear profit and revenue, all costs, charges and expenses being first deducted, among the Proprietors aforesaid.

10. When the term of office of the Directors elected at the first General Meeting of the Proprietors held after the passing of this Act shall expire, that is to say in the month of May one thousand eight hundred and sixty-four, seven Directors shall be chosen at the General Meeting of Proprietors to be held in the said month and year, and the said number in the

said month or some adjournment thereof as aforesaid, in every year thereafter; Provided always that any Director may be re-elected; and the said Directors shall meet as often and at such place in the City of Hamilton to be by them appointed as occasion may require; but if any one or more Directors shall die or be permanently removed from the City or its immediate neighborhood before his or their term of office shall have expired, the remaining Directors shall have full power to fill up such vacancies from amongst the stockholders of the said association eligible under this Act, and this must be done at their first regular meeting to be held thereafter.

11. The Directors may from time to time make such calls of money upon the respective stockholders in respect of the amount of Capital respectively subscribed or owing by them as they deem necessary, and thirty days notice at the least shall be given of each call, and no call shall exceed the sum of one dollar upon each share so subscribed, provided always that the said Directors shall not have power to make more than two calls upon stock so subscribed in any one month.

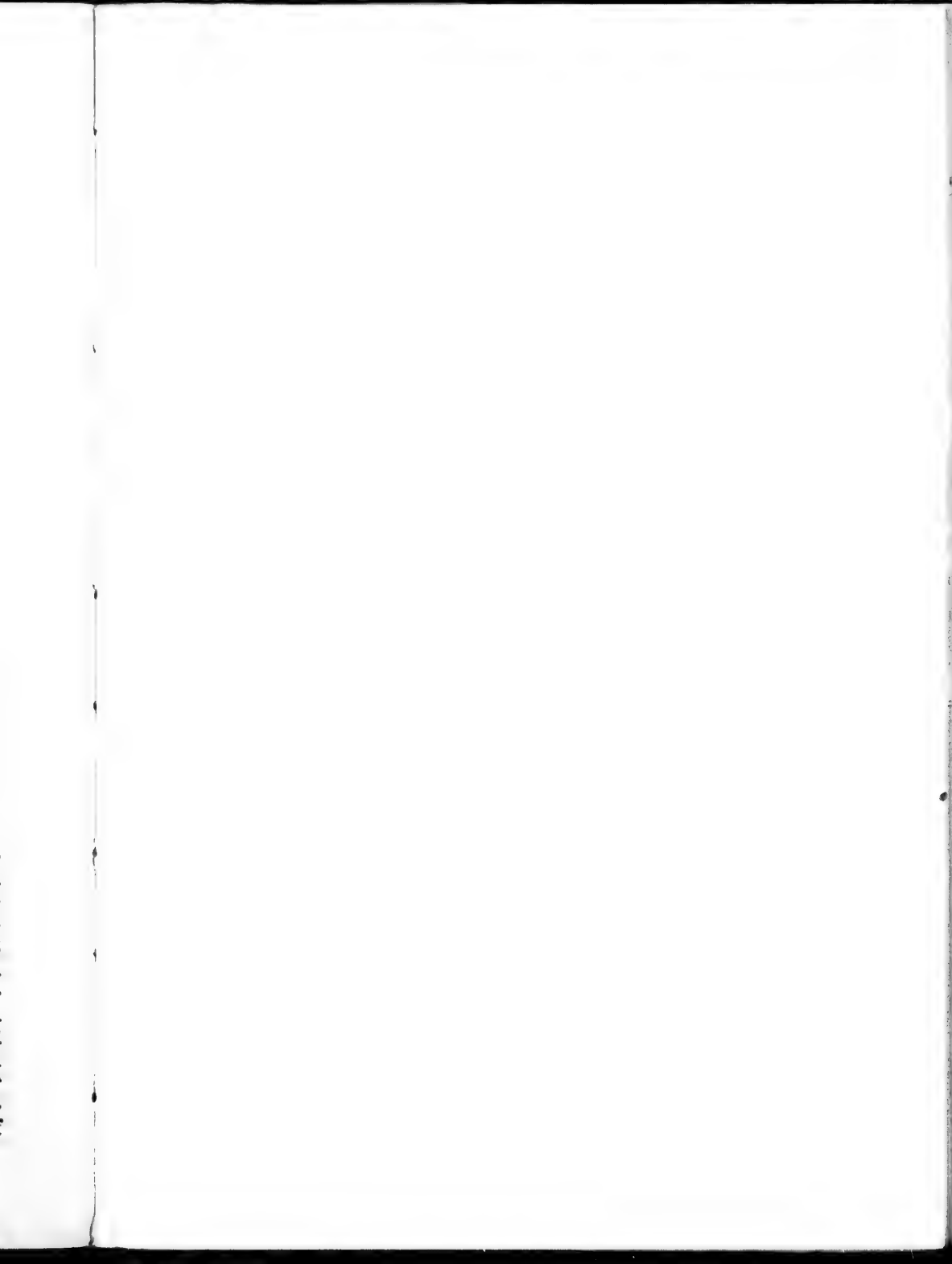
12. All subscribers of shares or stockholders in the said undertaking, shall be held and bound, and they are hereby required, to pay the sums of money subscribed for by them, as the same shall be called for under the provisions of the By-Laws, to be hereafter made, and in case any person or persons neglect or refuse to pay the same at the times appointed by the said By-Laws, it shall be lawful for the said Corporation to sue for, and recover the same with interest upon the amount, and costs, in any Court of Law having competent jurisdiction: provided always that no such stockholder so in arrear shall be at liberty to speak or vote at any general or special meeting of the aforesaid association nor be entitled to receive, or take any dividend upon his stock, until all arrearages due on his stock shall have been fully paid up.

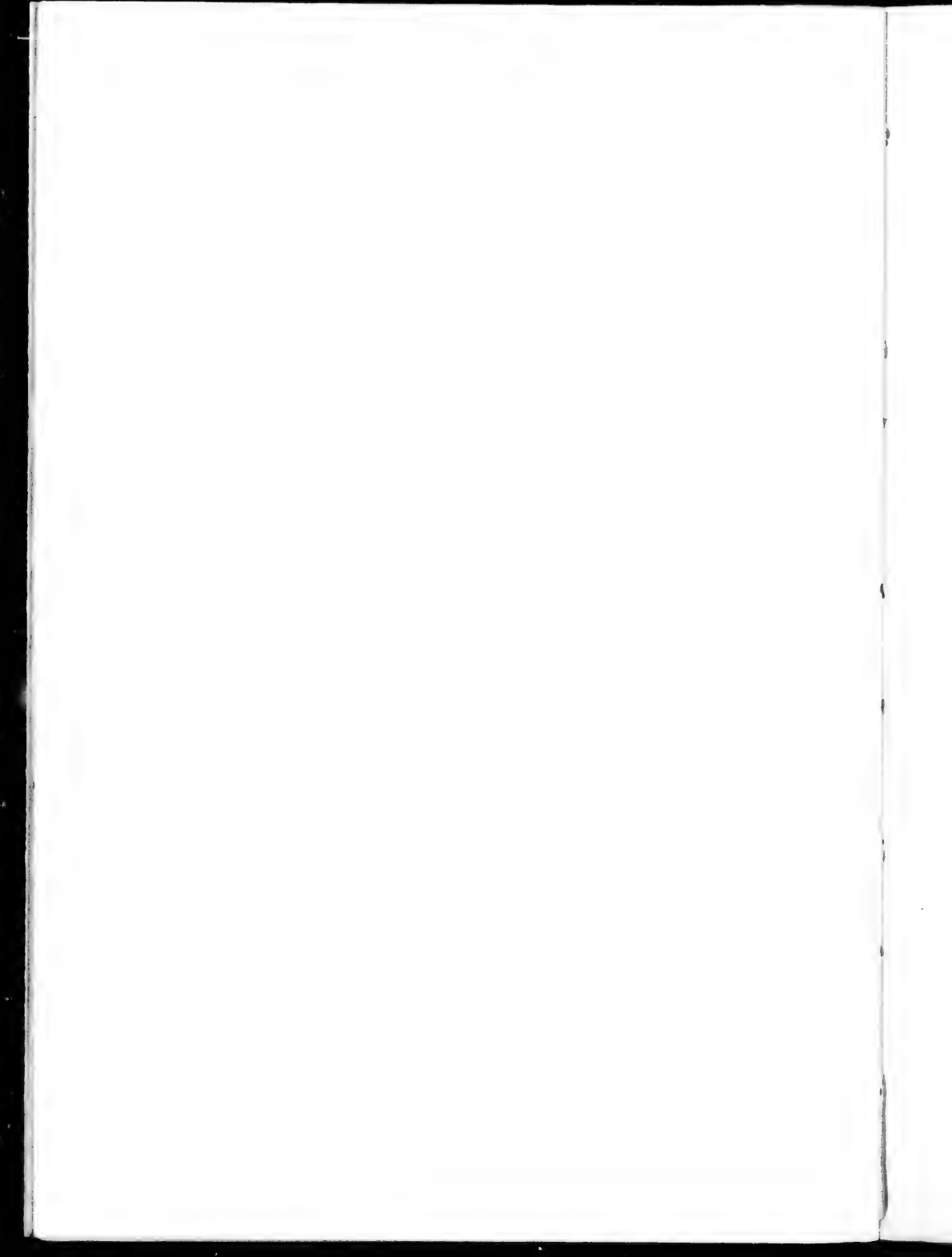
13. The said Directors or a quorum thereof, as aforesaid, being assembled at such places and times as aforesaid, shall have full power and authority to make and ordain such and so many By-Laws, Rules and Regulations not inconsistent with the statutes, customs or Laws of the Province, or the expressed regulations of this Act, as by the said Directors shall be judged expedient and necessary for the direction, conduct and government of the said association, and of the

property, real and personal, moveable and otherwise by them held, and as in their opinion will most effectually promote the purposes of this Act; and by such By-Laws, Rules and Regulations, they shall decide what person or persons may acquire and hold a share or shares in the said association and none but those allowed by the said By-Law shall be enabled to acquire any right, or title, or be permitted to hold any share or shares or part thereof in the said association; provided always that no By-Law shall be in force until it shall have been sanctioned by a vote of at least two thirds of the proprietors present at a General Meeting, to be called together by the Directors for the purpose of taking such By-Law into consideration, nor shall any amendment, repeal, or alteration of any By-Law be valid, unless agreed to by two thirds of the said proprietors present as aforesaid.

14. It shall be lawful for each and every of the members for the time being of the said association, his executors, administrators or assigns, to give, sell, alien, devise or dispose of his or their respective share or shares and interest only to such person or persons as may by the said By-Laws be permitted to acquire and hold any share or shares in the said association, and the said person or persons shall thereafter be members of the said Corporation, and shall be entitled to all and every the same rights and privileges, and to the profits and advantages therefrom arising, and in the said association, as the members in this Act named are entitled to by virtue of this Act; provided always that a part of a share or shares shall not entitle the proprietor or owner to any privilege whatsoever.

15. Any stockholder shall be at liberty to sell and dispose of any share or shares which he may hold in the said association by instrument in writing, which said instrument shall be made in duplicate, one part of which shall be delivered to the Directors to be filed and kept for the use of the Association, and an entry thereof shall be made in a book or books to be kept for that purpose, for which transfer not more than fifty cents shall be paid; and until such Duplicate of such instrument or act of transfer shall be so delivered unto the said Directors or Secretary of the said Association, and filed and entered as above directed, such purchaser or purchasers shall not be held to be a proprietor or proprietors of such share or shares, and shall have no part of the profits of the said undertaking paid unto him or them, nor any vote as members of





the said Association, and such sale or transfer shall not be valid until approved of by the Directors, which approval must be endorsed on the back of the instrument of transfer by the President of the said Association.

16. If any share or shares in the said Association be transmitted by the death, bankruptcy or last will, donation or testament, or by the intestacy of any stockholder, or by any lawful means other than by the transfer hereinbefore mentioned, the party to whom the share or shares so transmitted shall deposit in the Office of the said Association a statement in writing signed by him declaring the manner of such transmission, together with a duly certified copy or probate of such will, donation or testament, or sufficient extracts therefrom, and such other documents or proof as may be necessary and without which such party shall not be entitled to receive any share of the profits of the said Association, nor vote in respect of any such share or shares as the holder thereof.

17. This Act shall be a public Act.

An Act to revive the Act incorporating The "Hamilton Masonic Hall Association."

(Assented to 15th February, 1871.)

WHEREAS by an Act passed in the twenty-sixth year of Her Majesty's reign, intituled, "An Act to incorporate the 'Hamilton Masonic Hall Association,'" and chaptered thirty, certain persons and all such other persons as should thereafter become members of the association, were thereby declared to be a body politic and corporate, for the purpose and with the powers therein mentioned; And whereas, the majority of the corporators therein named, have represented that by mere inadvertence, the promoters of the said Act omitted to organize in the manner prescribed by the said Act within the time thereby limited, and that more than four hundred shares in the capital stock have now been subscribed, and have prayed that the said Act may be revived, and it is expedient to grant the prayer of such petition; Therefore Her Majesty, by and with the advice and consent of the Legislative Assembly of the Province of Ontario, enacts as follows:—

1. The Act aforesaid is hereby revived and continued, and all and singular the powers and authorities thereby conferred

upon the parties becoming subscribers to the capital stock are hereby granted to the persons who have subscribed, or who shall hereafter subscribe thereto, and all and every the clauses, provisoes, stipulations and conditions in the said Act contained shall apply to the persons incorporating themselves under this Act as fully as if the same had been herein repeated and re-enacted.

2. The parties who have subscribed as aforesaid, or who may hereafter subscribe, or any ten of them, may call a meeting of such subscribers at such time and place in the city of Hamilton as they shall deem meet, by public notice to be published at least eight days before such meeting in one newspaper published in such city, at which meeting, or at some adjournment thereof, the majority of the subscribers then assembled, shall choose seven directors, being respectively proprietors of at least four shares in the undertaking, of whom four shall be a quorum, for managing, governing and carrying on the affairs of the said company.

3. Such directors shall hold office until the annual meeting, to be held on the first Wednesday in May after their election, or until their successors are appointed; but it shall be competent to the shareholders or the directors to fix any other day, by by-law or resolution, for such general meeting; notice in all cases of such meeting being given as hereinbefore provided.

BY-LAWS

OF THE

Hamilton Masonic Hall Association.

PREAMBLE.

WHEREAS, It is desirable that every member of this Association should be fully informed of his duties and obligations towards it. *Therefore*, be it resolved that the following By-laws for the better governing and conducting the several affairs of this Association be and are hereby adopted.

I.

The affairs and business of this Association shall be transacted by a Board of seven Directors, to be chosen at its annual meeting or otherwise, as the Act provides, four of whom shall form a quorum.

II.

The election of Directors at the annual meeting, or some postponement or adjournment thereof, shall be by ballot as follows: A correct list of members eligible for election as Directors having been made and distributed, the seven members receiving the highest number of votes shall be declared duly elected; and in case of a tie between two or more members a new ballot shall be taken, if necessary.

III.

At all meetings of the Association it shall be competent for any duly qualified member to vote by proxy. (*See Form A appended.*)

IV.

The Board of Directors, at the first meeting after their election, which shall take place at four o'clock afternoon on the day immediately following such election, shall elect a President, Treasurer, and Secretary by ballot. The Board shall meet regularly for the transaction of business on the first Tuesday of each month at such hour and place as may be determined upon by them, or at the call of the President.

V.

The President shall preside at all meetings of the Association, and of the Board of Directors, and preserve order thereat. In case of an equal division of votes he shall be entitled to a casting vote, although he may have voted before. In his absence, a chairman *pro. tem.* from the Board of Directors shall be chosen by a majority of the members present, who shall exercise all the functions of the President. The President shall sign all orders drawn upon the Treasurer, appoint all committees, by and with the concurrence of the Board of Directors, and perform all the duties generally appertaining to a presiding officer.

VI.

The Treasurer shall receive all moneys from the Secretary, and invest the same as a majority of the Directors may instruct. He shall pay all orders which have been passed by the Directors, made by the Secretary and countersigned by the President. He shall keep a correct account of all receipts and disbursements, with the vouchers therefor, and render a detailed statement annually, or as often as the Directors may require. He shall deliver all moneys, books, papers, &c., belonging to the Association, to

his successor in office, and shall give such security for the due execution of his duties as the Directors shall think necessary.

VII.

The Secretary shall keep a true record of all transactions of the Association and Board of Directors. He shall keep the books of account, receive all moneys due the Association, giving his receipt therefor, and shall pay the same to the Treasurer without unnecessary delay, taking his receipt for the same. He shall sign all drafts upon the Treasurer, at the order of the Board of Directors, to be countersigned by the President. He shall issue all notices and communications called for by these by-laws, or the Act of Incorporation, or ordered by the Board of Directors or President. He shall have the custody of the Seal of the Association, and affix the same to all such documents as are authorized by the Board. He shall make a full report in writing of the affairs of the Association, at each annual meeting, and at such other times as the Directors may require. He shall furnish such security for the proper discharge of his duties as the Directors may think necessary, and shall be paid such remuneration for his services as they may from time to time determine.

VIII.

At the annual meeting, or some postponement or adjournment thereof, two auditors shall be elected by open vote of a majority of members present. They shall report on the statements and reports of the Treasurer and Secretary at the succeeding annual meeting, or otherwise if desired by the Directors.

IX.

The Directors have full power to decide and determine, from time to time, or as occasion may arise, who shall be permitted to acquire and hold any share or shares in this Association, and any sale or transfer of share or shares shall be null and void until approved of by the Board of Directors. The fee to be paid for said transfer to be fifty cents.

X.

The Directors shall from time to time make such calls of money upon the respective shareholders in respect of the amount of capital respectively subscribed by them, as they may deem necessary, in agreement with the Act of Incorporation; and in case any person or persons neglect or refuse to pay the same when due, or at the times appointed by the Directors, the Directors may proceed to the recovery thereof as provided for by the said Act.

XI.

It shall be the duty of every member of this Association to inform the Secretary of his correct post-office address, and to advise him of any change thereof.

XII.

Notice of any intended amendment, repeal, alteration or addition of any by-law or by-laws, may be given at any general meeting or adjournment thereof, or to the Board of Directors through the Secretary; and such amendment, repeal or alteration shall be in force only when sanctioned by a vote of two-thirds of the proprietors present at a general meeting to be called by the Directors for the purpose of considering the same.

The Hamilton Masonic Hall Association.

Power of Attorney to Act as Proxy.

KNOW ALL MEN by these Presents, that I.....
.....of.....do make, constitute
and appoint.....of.....
my true and lawful Attorney, for me, and in my name, place
and stead, and as my Proxy, to vote at all elections of
Directors, and upon any other matters submitted at meetings
of the Shareholders held in pursuance of the Act of Incorpor-
ation of the Hamilton Masonic Hall Association.

Dated this.....day of.....in A. D.
187.....Holder of.....
Shares.....

Post Office Address,.....

